

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
(201) 489-3000
msirota@coleschotz.com
wusatine@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
(212) 446-4800
jsussberg@kirkland.com
christine.okike@kirkland.com

*Proposed Attorneys for Debtors and
Debtors in Possession*

HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
30 Rockefeller Plaza, 26th Floor
New York, New York 10112
(212) 659-7300
richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

*Attorneys for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF ZACHARY
PRINCE IN SUPPORT OF DEBTORS' APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND &
ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

I, Zachary Prince, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

1. I, Zachary Prince, Chief Executive Officer and President of BlockFi Inc., being duly sworn, state the following under penalty of perjury:

2. I am the Chief Executive Officer and President of BlockFi Inc. located at 201 Montgomery Street, Suite 263, Jersey City, New Jersey 07302.

3. I submit this supplemental declaration (this “Supplemental Declaration”) in further support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* [Docket No. 133] (the “Application”).²

4. Except as otherwise indicated herein, the facts set forth in this Supplemental Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) and/or employees working under my supervision, or my opinion based upon my experience, knowledge, and information concerning the Debtors’ operations. I am authorized to submit this Supplemental Declaration on the Debtors’ behalf. If called upon to testify, I would testify competently to the facts set forth herein.

5. This Supplemental Declaration also is submitted provided pursuant to Section D.2 of the U.S. Trustee Guidelines, promulgated by the U.S. Trustee. I am informed by Kirkland that the U.S. Trustee Guidelines require that any application for employment of an attorney under section 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the number of firms the client interviewed.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

The Debtors' Selection of Counsel

6. Prior to the Petition Date, Kirkland was retained by the Company's boards of directors in connection with the Debtors' anticipated chapter 11 cases. Soon thereafter, the boards of directors expanded the scope of Kirkland's representation to include the Company. While the Company has worked with many law firms in the past, the Debtors decided to retain Kirkland because of Kirkland's expertise, extensive experience, and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

7. Based on the foregoing, I am of the opinion that it is necessary for the Debtors to employ Kirkland as their counsel in these chapter 11 cases and that such employment is in the best interest of the Debtors' estates.

[Remainder of page left intentionally blank.]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct.

Dated: January 31, 2023

Respectfully submitted,

By: /s/ Zachary Prince
Zachary Prince
Chief Executive Officer and President
BlockFi Inc.